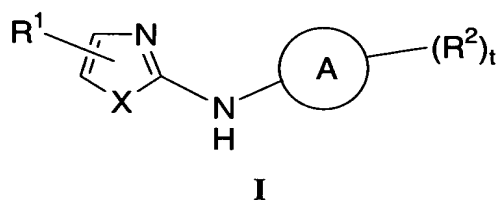


WHAT IS CLAIMED IS:

1. A compound of Formula I:



5 wherein



is an aryl or heterocyclyl;

X is S or O;

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R is independently selected from

- 1) H,
- 2) unsubstituted or substituted C₁-C₁₀ alkyl,
- 3) (CR₂)_nOR⁴, and
- 4) unsubstituted or substituted aryl;

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R¹ is

- 1) unsubstituted or substituted phenyl,
- 2) CN, or
- 3) -C(O)NR⁴₂;

20

R² is independently selected from:

- 1) H,
- 2) CN,
- 3) Halo,
- 4) (CR₂)_nOR⁴,
- 5) CF₃,
- 6) unsubstituted or substituted C₁-C₁₀ alkyl,
- 7) unsubstituted or substituted C₃-C₁₀ cycloalkyl,

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- 8) unsubstituted or substituted aryl,
- 9) unsubstituted or substituted aralkyl,
- 10) unsubstituted or substituted heterocyclyl,
- 11) unsubstituted or substituted heterocyclylalkyl,
- 5 12) $-(CR_2)_n C(O)NR^4_2$,
- 13) $-(CR_2)_n C(O)R^4$,
- 14) $-(CR_2)_n R^6 C(O)R^4_2$, and
- 15) $-(CR_2)_n C(O)OR^4$;

10 R^4 is independently selected from:

- 1) H,
- 2) unsubstituted or substituted C_1 - C_{10} alkyl,
- 3) unsubstituted or substituted aryl,
- 4) unsubstituted or substituted aralkyl,
- 15 5) unsubstituted or substituted heterocyclyl, and
- 6) unsubstituted or substituted heterocyclylalkyl;

R^6 is unsubstituted or substituted heterocyclyl;

20 n is independently 0, 1, 2, 3, 4, 5, or 6;
 t is 0, 1, 2, or 3;

or a pharmaceutically acceptable salt thereof.

25 2. The compound of Claim 1 wherein



is an aryl or pyridyl;

n is independently 0, 1, 2, 3, or 4;

30 or a pharmaceutically acceptable salt thereof.

3. The compound of Claim 1 wherein



is phenyl, naphthyl, dihydroindenyl, indenyl, or pyridyl;

R is independently selected from

- 1) H,
- 2) unsubstituted or substituted C₁-C₁₀ alkyl, and
- 3) (CR₂)_nOR⁴;

R² is independently selected from:

- 1) H,
- 2) CN,
- 3) Halo,
- 4) (CR₂)_nOR⁴,
- 5) CF₃,
- 6) unsubstituted or substituted C₁-C₁₀ alkyl,
- 7) unsubstituted or substituted C₃-C₁₀ cycloalkyl,
- 8) -(CR₂)_nC(O)NR⁴₂,
- 9) -(CR₂)_nC(O)R⁴, and
- 10) -(CR₂)_nR⁶C(O)R⁴₂;

n is independently 0, 1, 2, 3, or 4;

or a pharmaceutically acceptable salt thereof.

4. A compound selected from:

- N,5-diphenyl-1,3-thiazol-2-amine;
- N-(1-naphthyl)-5-phenyl-1,3-thiazol-2-amine;
- N-(3-methoxyphenyl)-5-phenyl-1,3-thiazol-2-amine;
- N-[4-(benzyloxy)phenyl]-5-phenyl-1,3-thiazol-2-amine;
- N-(4-methoxyphenyl)-5-phenyl-1,3-thiazol-2-amine;
- 4-[(5-phenyl-1,3-thiazol-2-yl)amino]benzonitrile;
- N-(2-chlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
- N-(2,4-dimethoxyphenyl)-5-phenyl-1,3-thiazol-2-amine;
- N-(3-chlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
- N-(4-phenoxyphenyl)-5-phenyl-1,3-thiazol-2-amine;
- N-(2,5-dimethoxyphenyl)-5-phenyl-1,3-thiazol-2-amine;

- N*-(2,5-dichlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
N-(4-chlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
N-(2,6-dichlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
N-(2-methoxyphenyl)-5-phenyl-1,3-thiazol-2-amine;
5 *N*-(2,4-dichlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
N-(3,4-dichlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
N-(4-cyclohexylphenyl)-5-phenyl-1,3-thiazol-2-amine;
5-phenyl-*N*-[3-(trifluoromethyl)phenyl]-1,3-thiazol-2-amine;
N-(3,5-dichlorophenyl)-5-phenyl-1,3-thiazol-2-amine;
10 4-[(5-phenyl-1,3-thiazol-2-yl)amino]phenol;
N-(3,5-dimethylphenyl)-5-phenyl-1,3-thiazol-2-amine;
2-Anilino-1,3-thiazole-5-carbonitrile;
2-[(3,5-dimethylphenyl)amino]-1,3-thiazole-5-carbonitrile;
3-[(5-cyano-1,3-thiazol-2-yl)amino]-*N,N*-dimethylbenzamide;
15 3-[(5-cyano-1,3-thiazol-2-yl)amino]-*N,N*,2-trimethylbenzamide;
3-[(5-cyano-1,3-thiazol-2-yl)amino]-*N,N*,4-trimethylbenzamide;
4-[(5-cyano-1,3-thiazol-2-yl)amino]-*N,N*-dimethylbenzamide;
2-{[3-(pyrrolidin-1-ylcarbonyl)phenyl]amino}-1,3-thiazole-5-carbonitrile;
5-[(5-cyano-1,3-thiazol-2-yl)amino]-*N,N,N',N'*-tetramethylisophthalamide;
20 2-{[3-(hydroxymethyl)-5-methylphenyl]amino}-1,3-thiazole-5-carbonitrile;
2-{[3-{[4-Acetylpiperazin-1-yl)methyl]-5-methylphenyl}amino}-1,3-thiazole-5-carbonitrile;
2-{[3-{[4-Acetylpiperazin-1-yl)methyl]phenyl}amino}-1,3-thiazole-5-carbonitrile;
Methyl 2-anilino-1,3-thiazole-5-carboxylate;
2-Anilino-1,3-thiazole-5-carboxylic acid;
25 2-Anilino-*N*-benzyl-1,3-thiazole-5-carboxamide;
2-Anilino-*N,N*-dimethyl-1,3-thiazole-5-carboxamide;
N-(3,5-Dimethylphenyl)-5-phenyl-1,3-oxazol-2-amine;
N-(3,5-Dimethoxyphenyl)-5-phenyl-1,3-oxazol-2-amine;
N,5-diphenyl-1,3-oxazol-2-amine;
30 *N*-(2,3-dihydro-1*H*-inden-5-yl)-5-phenyl-1,3-oxazol-2-amine;
N-[3,5-bis(trifluoromethyl)phenyl]-5-phenyl-1,3-oxazol-2-amine;
N-(5-phenyl-1,3-thiazol-2-yl)pyridin-3-amine;
N-(5-phenyl-1,3-thiazol-2-yl)pyridin-4-amine;
35 or a pharmaceutically acceptable salt thereof.

5. The compound of Claim 4 which is selected from

N-(3,5-dimethylphenyl)-5-phenyl-1,3-thiazol-2-amine;

5 2-[(3,5-dimethylphenyl)amino]-1,3-thiazole-5-carbonitrile; or

2-({3-[(4-Acetylpiperazin-1-yl)methyl]-5-methylphenyl}amino)-1,3-thiazole-5-carbonitrile;
or a pharmaceutically acceptable salt thereof.

10 6. A pharmaceutical composition which is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

7. A method of treating or preventing cancer in a mammal in need of such treatment which is comprised of administering to said mammal a therapeutically effective amount of a compound of Claim 1.

15 8. A method of treating cancer or preventing cancer in accordance with Claim 7 wherein the cancer is selected from cancers of the brain, genitourinary tract, lymphatic system, stomach, larynx and lung.

20 9. A method of treating or preventing cancer in accordance with Claim 7 wherein the cancer is selected from histiocytic lymphoma, lung adenocarcinoma, small cell lung cancers, pancreatic cancer, glioblastomas and breast carcinoma.

25 10. A method of treating or preventing a disease in which angiogenesis is implicated, which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

11. A method in accordance with Claim 10 wherein the disease is an ocular disease.

30 12. A method of treating or preventing retinal vascularization which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of compound of Claim 1.

13. A method of treating or preventing diabetic retinopathy which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of compound of Claim 1.

5 14. A method of treating or preventing age-related macular degeneration which is comprised of administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.

10 15. The composition of Claim 6 further comprising a second compound selected from:

- 1) an estrogen receptor modulator,
- 2) an androgen receptor modulator,
- 3) retinoid receptor modulator,
- 4) a cytotoxic agent,
- 15 5) an antiproliferative agent,
- 6) a prenyl-protein transferase inhibitor,
- 7) an HMG-CoA reductase inhibitor,
- 8) an HIV protease inhibitor,
- 9) a reverse transcriptase inhibitor,
- 20 10) an angiogenesis inhibitor,
- 11) a PPAR- γ agonists,
- 12) a PPAR- δ agonists,
- 13) an inhibitor of inherent multidrug resistance,
- 14) an anti-emetic agent,
- 25 15) an agent useful in the treatment of anemia,
- 16) an agent useful in the treatment of neutropenia,
- 17) an immunologic-enhancing drug,
- 18) an inhibitor of cell proliferation and survival signaling, and
- 30 19) an agent that interferes with a cell cycle checkpoint.

16. A method of treating cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with radiation therapy.

35 17. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and paclitaxel or trastuzumab.

18. A method of treating or preventing cancer which comprises administering a therapeutically effective amount of a compound of Claim 1 and a GPIIb/IIIa antagonist.

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19. The method of Claim 18 wherein the GPIIb/IIIa antagonist is tirofiban.

20. A method of treating or preventing diabetic retinopathy which comprises administering a therapeutically effective amount of a compound of Claim 1 in combination with a PPAR- γ agonist.

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